United States Bankruptcy Court

Northern District of California (SanFrancisco)

Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines

A chapter 11 bankruptcy case concerning the debtor corporation listed below was filed on 1/16/01.

You may be a creditor of the debtor. This notice lists important deadlines. You may want to consult an attorney to protect your rights. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below. NOTE: The staff of the bankruptcy clerk's office cannot give legal advice. See Reverse Side For Important Explanations. Debtor (name(s) and address): Northpoint Communications of Virginia, Inc. 303 2nd St. S Tower San Francisco, CA 94107-1366 Taxpayer ID Nos.: Case Number: 01-30125 c7 Attorney for Debtor (name and address): Telephone number: (213) 485-1234 Michael S. Lurey Law Offices of Latham and Watkins 633 W 5th St. #4000 Los Angeles, CA 90071-2007 Meeting of Creditors: Date: 02/27/01 Time: 11:00 am Location: Office of the U.S. Trustee, 250 Montgomery St. #1010, San Francisco, CA 94104 Deadlines to File a Proof of Claim: Proof of Claim must be received by the bankruptcy clerk's office by the following deadline: For all creditors (except a governmental unit): 05/29/01 For a governmental unit: Must file before 180 days after the date relief was entered. Creditors May Not Take Certain Actions: The filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized.

Address of the Bankruptcy Clerk's Office: U.S. Bankruptcy Court 235 Pine St. P.O. Box 7341 San Francisco, CA 94120-7341 Telephone number: (415)268-2300	For the Court: Clerk of the Bankruptcy Court: Keenan G. Casady
Hours Open: 9:00 am - 4:30 pm (Monday - Friday)	Date: 01/31/01

Filing of Chapter 11 Bankruptcy Case	A bankruptcy case under chapter 11 of the Bankruptcy Code (title 11, United States Code) has been filed in this court by or against the debtor listed on the front side, and an order for relief has been entered. Chapter 11 allows a debtor to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may be sent a copy of the plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the debtor's property and may continue to operate any business.
Creditors May Not Take Certain Actions	Prohibited collection actions are listed in Bankruptcy Code §362. Common examples of prohibited actions include contacting the debtor by telephone, mail or otherwise to demand repayment; taking actions to collect money or obtain property from the debtor; repossessing the debtor's property; starting or continuing lawsuits or foreclosures.
Meeting of Creditors	A meeting of creditors is scheduled for the date, time and location listed on the front side. The debtor's representative must be present at the meeting to be questioned under oath by the trustee and by creditors. Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded at a later date without further notice.
Claims	A Proof of Claim is a signed statement describing a creditor's claim. If a Proof of Claim form is not included with this notice, you can obtain one at any bankruptcy clerk's office. You may look at the schedules that have been or will be filed at the bankruptcy clerk's office. If your claim is scheduled and is <i>not</i> listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you file a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. If your claim is not listed at all or if your claim is listed as disputed, contingent, or unliquidated, then you must file a Proof of Claim by the "Deadline to File a Proof of Claim" listed on the front side, or you might not be paid any money on your claim against the debtor in the bankruptcy case.
Discharge of Debts	Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See Bankruptcy Code §1141(d). A discharge means that you may never try to collect the debt from the debtor, except as provided in the plan.
Bankruptcy Clerk's Office	Any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the address listed on the front side. You may inspect all papers filed, including the list of the debtor's property and debts, at the bankruptcy clerk's office.
Legal Advice	The staff of the bankruptcy clerk's office cannot give legal advice. You may want to consult an attorney to protect your rights.

Clerk's Office U.S. Bankruptcy Court 235 Pine St. P.O. Box 7341 San Francisco, CA 94120-7341

Date

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-

addressed envelope and copy of this proof of claim.

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*.)

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

Court, Name of Debtor, and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

6. Unsecured Priority Claim:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8. Supporting Documents:

United States Bankruptcy Court

Northern District of California (SanFrancisco)

Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines

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You may be a creditor of the debtor. This notice lists important deadlines. You may want to consult an attorney to protect your rights. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below. NOTE: The staff of the bankruptcy clerk's office cannot give legal advice.

See Reverse Side For Important Explanations.

Debtor (name(s) and address): Northpoint Communications, Inc. Firstmile Communications, Inc.

303 2nd St. S Tower

San Francisco, CA 94107-1366

Los Angeles, CA 90071-2007

Case Number: 01-30126 c11	Taxpayer ID Nos.: 94-3270260
Attorney for Debtor (name and address): Michael S. Lurey Law Offices of Latham and Watkins 633 W 5th St. #4000	Telephone number: (213) 485-1234

Meeting of Creditors:

Date:

02/27/01

Time:

11:00 am

Location: Office of the U.S. Trustee, 250 Montgomery St. #1010, San Francisco, CA 94104

Deadlines to File a Proof of Claim:

Proof of Claim must be received by the bankruptcy clerk's office by the following deadline:

For all creditors (except a governmental unit): 05/29/01

For a governmental unit: Must file before 180 days after the date relief was entered.

Creditors May Not Take Certain Actions:

The filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized.

Address of the Bankruptcy Clerk's Office: U.S. Bankruptcy Court 235 Pine St. P.O. Box 7341 San Francisco, CA 94120-7341 Telephone number: (415)268-2300	For the Court: Clerk of the Bankruptcy Court: Keenan G. Casady
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Bankruptcy Case filed in this court by or against the debtor listed on the front side, and an order for relief has be entered. Chapter 11 allows a debtor to reorganize or liquidate pursuant to a plan. A plan is effective unless confirmed by the court. You may be sent a copy of the plan and a disclose the confirmation hearing, and you may object to confirmation of plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain possession of the debtor's property and may continue to operate any business. Creditors May Not Take Certain Actions Prohibited collection actions are listed in Bankruptcy Code §362. Common examples of prohib actions include contacting the debtor by telephone, mail or otherwise to demand repayment; tak actions include contacting the debtor by telephone, mail or otherwise to demand repayment; tak actions to collect money or obtain property from the debtor; repossessing the debtor's proper starting or continuing lawsuits or foreclosures. Meeting of Creditors A meeting of creditors is scheduled for the date, time and location listed on the front side. debtor's representative must be present at the meeting to be questioned under oath by the trustee of by creditors. Creditors are welcome to attend, but are not required to do so. The meeting may continued and concluded at a later date without further notice. Claims A Proof of Claim is a signed statement describing a creditor's claim. If a Proof of Claim form is included with this notice, you can obtain one at any bankruptcy clerk's office. You may look at schedules that have been or will be filed at the bankruptcy clerk's office. You may look at schedules that have been or will be filed at the bankruptcy clerk's office. You may look at schedules will be a proof of Claim, or unliquidated, then you must file a Proof of Claim for you are sent further notice about the claim is schedule unless you file a Proof of Claim for you are sent further notice about the claim is not listed at all o your claim is listed as di		(Ait.)(9/97)
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Refer to Other Side For Important Deadlines and Notices	a 41	-Refer to Other Side For Important Deadlines and Notices

94120-7341

Date

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

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Court, Name of Debtor, and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

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Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

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3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

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You may be a creditor of the debtor. This notice lists important deadlines. You may want to consult an attorney to protect your rights. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below. NOTE: The staff of the bankruptcy clerk's office cannot give legal advice.

See Reverse Side For Important Explanations.

Debtor (name(s) and address):

Northpoint Communications Group, Inc. Northpoint Communications Holdings, Inc.

303 2nd St. S Tower

San Francisco, CA 94107-1366

Case Number: 01-30127 c11

Taxpayer ID Nos.:

52-2147716

Attorney for Debtor (name and address):

Michael S. Lurey Law Offices of Latham and Watkins

633 W 5th St. #4000

Los Angeles, CA 90071-2007

Meeting of Creditors:

Date:

02/27/01

Time:

11:00 am

Location:

Office of the U.S. Trustee, 250 Montgomery St. #1010, San Francisco, CA 94104

Deadlines to File a Proof of Claim:

Proof of Claim must be received by the bankruptcy clerk's office by the following deadline:

For all creditors (except a governmental unit): 05/29/01

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Telephone number: (213) 485-1234

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Hours Open:	Date:
9:00 am - 4:30 pm (Monday - Friday)	01/31/01 •

	
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Legal Advice	The staff of the bankruptcy clerk's office cannot give legal advice. You may want to consult an attorney to protect your rights.

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF CALIFORN	IA (SANFRANCISCO)	PROOF OF CLAIM
Name of Debtor Northpoint Communications Group, Inc.	Case Number: 01-30127-c11 Chapter 11 Creditor Id: 2742887	
NOTE: This form should not be used to make a claim for the commencement of the case, A "request" for payment of pursuant to 11 U.S.C. \$503	or an administrative expense arising after f an administrative expense may be filed	
Name of Creditor (The person or other entity to whom the debtor owes money or property): Public Service Comm of Kentucky Name and Address where notices should be sent: Public Service Comm of Kentucky Thomas M Dorman Exec Dir 211 Sower Boulevard Frankfort KY 40602 Telephone Number:	Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. Check box if you have never received any notices from the bankruptcy court in this case. Check box if the address differs from the address on the envelope sent to you by the court.	This Space is for Court Use Only
Account or other number by which creditor identifies debtor:	Check here if □ replaces	THE SPACE BYOK COURT USE ONLY
	this claim amends a previously	filed claim, dated
1. Basis for Claim Goods sold Services performed Money loaned Personal injury/wrongful death Taxes Other	Retiree benefits as defined in 11 U.S.C Wages, salaries, and compensation (fil Your SS #: Unpaid compensation for services per from (date) (date)	l out below)
2. Date debt was incurred:	3. If court judgment, date obtained:	
4. Total Amount of Claim at Time Case Filed: If all or part of your claim is secured or entitled to priority, also c	\$	
interest or additional charges.	dition to the principal amount of the claim.	Attach itemized statement of all
interest of additional charges. 5. Secured Claim. Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: Real Estate Motor Vehicle Other Value of Collateral: \$	6. Unsecured Priority Claim. Check this box if you have an unsecure Amount entitled to priority \$\scrip_\text{Specify}\$ the priority of the claim: Wages, salaries, or commissions (up to before filing of the bankruptcy petition business, whichever is earlier - 11 U.S.C. Contributions to an employee benefit ple Up to \$ 1,950* of deposits toward purel services for personal, family, or househ Alimony, maintenance, or support owed child - 11 U.S.C. \\$ 507(a)(7). Taxes or penalties owed to governmentate Other - Specify applicable paragraph of	\$4,300),* earned within 90 days or cessation of the debtor's C. § 507(a)(3). lan - 11 U.S.C. §507(a)(4). hase, lease, or rental of property or old use - 11 U.S.C. § 507(a)(6). it to a spouse, former spouse, or al units - 11 U.S.C. § 507(a)(8).
interest or additional charges. 5. Secured Claim. Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: Real Estate Motor Vehicle Other Value of Collateral: Amount of arrearage and other charges at time case filed included in secured claim, if any: \$	6. Unsecured Priority Claim. □ Check this box if you have an unsecure Amount entitled to priority \$ Specify the priority of the claim: □ Wages, salaries, or commissions (up to before filing of the bankruptcy petition business, whichever is earlier - 11 U.S.C. □ Contributions to an employee benefit ple Up to \$ 1,950* of deposits toward purel services for personal, family, or househed Alimony, maintenance, or support owe child - 11 U.S.C. § 507(a)(7). □ Taxes or penalties owed to governmentate Other - Specify applicable paragraph of *Amounts are subject to adjustment on 4/with respect to cases commenced on or the support of t	\$4,300),* earned within 90 days or cessation of the debtor's C. § 507(a)(3). lan - 11 U.S.C. § 507(a)(4). hase, lease, or rental of property or old use - 11 U.S.C. § 507(a)(6). It to a spouse, former spouse, or al units - 11 U.S.C. § 507(a)(8). f 11 U.S.C. § 507(a)().
interest or additional charges. 5. Secured Claim. □ Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: □ Real Estate □ Motor Vehicle □ Other Value of Collateral: \$	6. Unsecured Priority Claim. Check this box if you have an unsecure Amount entitled to priority \$ Specify the priority of the claim: Wages, salaries, or commissions (up to before filing of the bankruptcy petition business, whichever is earlier - 11 U.S.C. Contributions to an employee benefit purply of \$1,950* of deposits toward purply services for personal, family, or househ. Alimony, maintenance, or support owed child - 11 U.S.C. § 507(a)(7). Taxes or penalties owed to government. Other - Specify applicable paragraph of *Amounts are subject to adjustment on 4/1 with respect to cases commenced on or or credited and deducted for the purpose of thems, such as promissory notes, purchase racts, court judgments, mortgages, security SEND ORIGINAL DOCUMENTS. If the minous, attach a summary. Ling of your claim, enclose a stamped, self-	\$4,300),* earned within 90 days or cessation of the debtor's C. § 507(a)(3). lan - 11 U.S.C. § 507(a)(4). hase, lease, or rental of property or old use - 11 U.S.C. § 507(a)(6). It to a spouse, former spouse, or al units - 11 U.S.C. § 507(a)(8). f 11 U.S.C. § 507(a)().
interest or additional charges. 5. Secured Claim. Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: Real Estate Motor Vehicle Other Value of Collateral: Value of Collateral: **The amount of all payments on this claim has been making this proof of claim. Supporting Documents: Attach copies of supporting documents, invoices, itemized statements of running accounts, contagreements, and evidence of perfection of lien. DO NOT supporting are not available, explain. If the documents are volu 9. Date-Stamped Copy: To receive an acknowledgment of the file.	6. Unsecured Priority Claim. Check this box if you have an unsecure Amount entitled to priority \$ Specify the priority of the claim: Wages, salaries, or commissions (up to before filing of the bankruptcy petition business, whichever is earlier - 11 U.S.C. Contributions to an employee benefit pl Up to \$ 1,950* of deposits toward purel services for personal, family, or househ. Alimony, maintenance, or support owe child - 11 U.S.C. \$ 507(a)(7). Taxes or penalties owed to government. Other - Specify applicable paragraph of *Amounts are subject to adjustment on 4/with respect to cases commenced on or credited and deducted for the purpose of ments, such as promissory notes, purchase racts, court judgments, mortgages, security SEND ORIGINAL DOCUMENTS. If the minous, attach a summary. Sing of your claim, enclose a stamped, self-reditor or other person authorized to file my):	\$4,300),* earned within 90 days or cessation of the debtor's C. § 507(a)(3). lan - 11 U.S.C. §507(a)(4). hase, lease, or rental of property or old use - 11 U.S.C. § 507(a)(6). It to a spouse, former spouse, or all units - 11 U.S.C. § 507(a)(8). If 11 U.S.C. § 507(a)(). ### MAIL CLAIM TO: Clerk's Office U.S. Bankruptcy Court 235 Pine St. P.O. Box 7341 San Francisco, CA 94120-7341

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*.)

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

Court, Name of Debtor, and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

6. Unsecured Priority Claim:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8. Supporting Documents:

UNITED STATES BANKRUPTCY COURT

Northern District of California (SanFrancisco)

Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines

A chapter 11 bankruptcy case concerning the debtor corporation listed below was filed on 1/16/01.

You may be a creditor of the debtor. This notice lists important deadlines. You may want to consult an attorney to protect your rights. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below. NOTE: The staff of the bankruptcy clerk's office cannot give legal advice.

See Reverse Side For Important Explanations.

Debtor (name(s) and address): Northpoint International, Inc.

Northpoint Europe, Inc. 303 2nd St. S Tower

San Francisco, CA 94107-1366

Case Number: 01-30128 c11

Attorney for Debtor (name and address):

Michael S. Lurey

Law Offices of Latham and Watkins

633 W 5th St. #4000

Los Angeles, CA 90071-2007

Taxpayer ID Nos.: 94-3358270

Telephone number: (213) 485-1234

Meeting of Creditors:

Date:

Location:

02/27/01

Time: 11:00 am

Office of the U.S. Trustee, 250 Montgomery St. #1010, San Francisco, CA 94104

Deadlines to File a Proof of Claim:

Proof of Claim must be received by the bankruptcy clerk's office by the following deadline:

For all creditors (except a governmental unit): 05/29/01

For a governmental unit: Must file before 180 days after the date relief was entered.

Creditors May Not Take Certain Actions:

The filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized.

Address of the Bankruptcy Clerk's Office: U.S. Bankruptcy Court 235 Pine St. P.O. Box 7341 San Francisco, CA 94120-7341 Telephone number: (415)268-2300	Clerk of the Bankruptcy Court: Keenan G. Casady
Hours Open: 9:00 am - 4:30 pm (Monday - Friday)	Date: 01/31/01

	-Refer to Other Side For Important Deadlines and Notices
Legal Advice	The staff of the bankruptcy clerk's office cannot give legal advice. You may want to consult an attorney to protect your rights.
Bankruptcy Clerk's Office	Any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the address listed on the front side. You may inspect all papers filed, including the list of the debtor's property and debts, at the bankruptcy clerk's office.
Discharge of Debts	Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See Bankruptcy Code §1141(d). A discharge means that you may never try to collect the debt from the debtor, except as provided in the plan.
Claims	A Proof of Claim is a signed statement describing a creditor's claim. If a Proof of Claim form is not included with this notice, you can obtain one at any bankruptcy clerk's office. You may look at the schedules that have been or will be filed at the bankruptcy clerk's office. If your claim is scheduled and is not listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you file a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. If your claim is not listed at all or it your claim is listed as disputed, contingent, or unliquidated, then you must file a Proof of Claim by the "Deadline to File a Proof of Claim" listed on the front side, or you might not be paid any money on your claim against the debtor in the bankruptcy case.
Meeting of Creditors	A meeting of creditors is scheduled for the date, time and location listed on the front side. The debtor's representative must be present at the meeting to be questioned under oath by the trustee and by creditors. Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded at a later date without further notice.
Creditors May Not Take Certain Actions	Prohibited collection actions are listed in Bankruptcy Code §362. Common examples of prohibited actions include contacting the debtor by telephone, mail or otherwise to demand repayment; taking actions to collect money or obtain property from the debtor; repossessing the debtor's property starting or continuing lawsuits or foreclosures.
Filing of Chapter 11 Bankruptcy Case	A bankruptcy case under chapter 11 of the Bankruptcy Code (title 11, United States Code) has been filed in this court by or against the debtor listed on the front side, and an order for relief has been entered. Chapter 11 allows a debtor to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may be sent a copy of the plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the debtor's property and may continue to operate any business.

FORM BIO (OH			
UNITED 31	TATES BANKRUPTCY COURT NORTHERN DISTRICT OF CALIFORNIA	A (SANFRANCISCO)	PROOF OF CLAIM
Name of Debto	= =	Case Number: 01-30128-c11 Chapter 11	
Northpoint int	ernational, Inc.	Creditor Id: 2744628	
NOTE	This form should not be used to make a claim for	an administrative expense arising after	01-30126
the commence	ement of the case. A "request" for payment of	an administrative expense may be file	
pursuant to 1	1 U.S.C. 9503		
N		le a u e .	
owes money or	tor (The person or other entity to whom the debtor	Check box if you are aware that anyone else has filed a proof of	
Public Service C	comm of Kentucky	claim relating to your claim. Attach	
Name and Add	lress where notices should be sent:	copy of statement giving particulars	
Public Service C	omm of Kentucky	☐ Check box if you have never	
Thomas M Dorn	nan Exec Dir	received any notices from the bankruptcy court in this case.	
211 Sower Boule Frankfort KY 40		Check box if the address differs	
Tidamion iki 40		from the address on the envelope	
Telephone Nur	nhar:	sent to you by the court.	
receptione run	nioei,		THIS SPACE IS FOR COURT USE ONLY
		Check here if peplaces	
Account or other	number by which creditor identifies debtor:		ly filed claim, dated
1. Basis for C	Claim	☐ Retiree benefits as defined in 11 U.S	
☐ Goods sol	· 	☐ Wages, salaries, and compensation (ill out below)
☐ Services p		Your SS #:	
☐ Money los	aned njury/wrongful death	Unpaid compensation for services per	erformed
☐ Taxes	njary/wrongraf death	fromto(date)	
Other		(case)	
2. Date debt	was incurred:	3. If court judgment, date obtained:	
4. Total Amou	nt of Claim at Time Case Filed:	•	
If all or part of	nt of Claim at Time Case Filed: your claim is secured or entitled to priority, also con	\$mplete Item 5 or 6 below.	
If all or part of Check this	your claim is secured or entitled to priority, also con box if claim includes interest or other charges in add	nplete Item 5 or 6 below.	Attach itemized statement of all
If all or part of ☐ Check this interest or addi	your claim is secured or entitled to priority, also con box if claim includes interest or other charges in additional charges.	inplete Item 5 or 6 below. lition to the principal amount of the claim.	Attach itemized statement of all
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The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*.)

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

Court, Name of Debtor, and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

6. Unsecured Priority Claim:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8. Supporting Documents:

FRI-13205 0971-3 B9F 01-30125 Michael S. Lurey Law Offices of Latham and Watkins 633 W 5th St. #4000 Los Angeles, CA 90071-2007



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Public Service Comm of Kentucky Thomas M Dorman Exec Dir 211 Sower Boulevard Frankfort KY 40602